

| OMB APPROVAL                                 |           |
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|  |  |  |  |  |  |  |
|--|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>POIRIER RICHARD</u><br>_____<br>(Last) (First) (Middle)<br>4820 EASTGATE MALL<br>_____<br>(Street)<br>SAN DIEGO CA 92121<br>_____<br>(City) (State) (Zip) |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><u>KRATOS DEFENSE &amp; SECURITY SOLUTIONS, INC. [ KTOS ]</u> |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br>X Officer (give title below) Other (specify below)<br><u>President, Elec. Products Div.</u> |  |
|  |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/30/2013</u>  |  |  |  |
|  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year)   |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>X Form filed by One Reporting Person<br>Form filed by More than One Reporting Person  |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |   |
| Common Stock                    | 03/30/2013                           |  | M                              |   | 4,000 <sup>(1)</sup>  | A          | \$0   | 31,829 <sup>(2)</sup>   | D  |   |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |       | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D)   | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Restricted Stock Unit                      | <sup>(3)</sup>   | 03/30/2013                           |  | M                              |   |  | 4,000 | <sup>(1)</sup>   | <sup>(1)</sup>  | Common Stock  | 4,000                                      | \$0  | 12,000 <sup>(1)</sup>                                     | D  |       |

**Explanation of Responses:**

- Common Stock issued to reporting person pursuant to vesting of shares under Restricted Stock Units granted on March 30, 2011, where 20,000 Restricted Stock Units granted vest in five equal installments annually beginning March 30, 2012. 12,000 Restricted Stock Units represents the remaining unvested units.
- Includes 2,881 shares held in Issuer's 401(k) Plan and 4,948 shares purchased through Issuer's Employee Stock Purchase Plan.
- Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.

Richard Poirier, by Eva Yee,  
Attorney-In-Fact 04/02/2013

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

For Section 16(a) of the Securities Exchange Act of 1934, as amended, Filings

Know all by these presents that the undersigned hereby constitutes and appoints Eva Yee, the undersigned's true and lawful attorney-in-fact to:

- 1) Do and perform all acts for and on behalf the undersigned which may be necessary or desirable to apply for and obtain and maintain EDGAR Access Codes to be used on behalf of the undersigned for Electronic Filing of all Section 16(a) of the Securities Exchange Act of 1934, as amended, (the "Exchange Act") filings;
- 2) Execute for and on behalf of the undersigned, in the undersigned's capacity as a Section 16(a) Reporting Officer of Kratos Defense & Security Solutions, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Exchange Act and the rules thereunder;
- 3) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any other authority; and
- 4) Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, or in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact, full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2nd day of July, 2012.

Signature: /s/ Richard Poirier

Name: Richard Poirier

Graphic of Notary Public Seal  
Robert Michael Connor  
My Commission Expires Sep. 7, 2018  
Notary Public  
Commonwealth of Massachusetts

On this 2nd day of July 2012 before me, the undersigned notary public, personally appeared Richard Poirier, and proved to me through satisfactory evidence of identification, which were license, to be the person whose name is signed on the preceding or attached document, and acknowledged to me that

he/she signed it voluntarily for its stated purpose.

/s/ Robert Michael Connor

ROBERT MICHAEL CONNOR, Notary Public

My Commission Expires September 7, 2018